MARVEL

87

THE DAUGHTER OF SPIDER-MAN®

SPIDER-GIRL®

DEFALCO
FRENZ
BUSCEMA

THE ALL NEW FANTASTIC FIVE 7!?

The daughter of the original Spider-Man, May "Mayday" Parker has inherited her father's amazing powers. Possessing the proportionate strength, speed, and agility of a spider, as well as the ability to cling to walls, she now follows in his web-lines! Stan Lee presents...

SPIDER-GIRL

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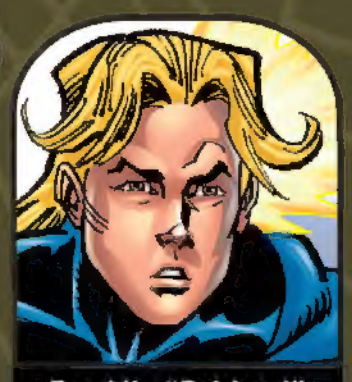
PREVIOUSLY

After saving Normie Osborn from the Venom symbiote, Spider-Girl is shocked when he decides to keep it and exploit its power--

--just as the cosmically-powered Apox, the Omega Skrull, returns to enact his revenge on the Fantastic Five.

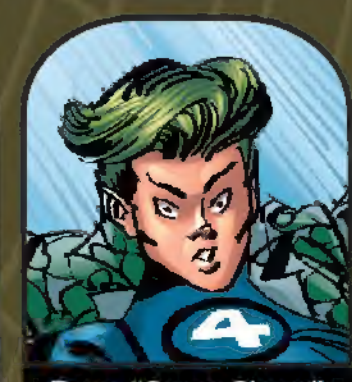


Franklin "Psi-Lord" Richards
Telepathy and Telekinesis
Son of Mr. Fantastic and the Invisible Woman

Alyce "Rad" Grimm
Cosmic Rays
Daughter of the Thing

Jacob "Grim" Grimm
Super-strength
Son of the Thing

Kristoff "Doom" Vernard
Super-scientist
Former ward of Doctor Doom



Torus "Super-Storm" Storm
Changeling with heat powers
Son of the Human Torch and Ms. Fantastic

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Family Business

Where are the FANTASTIC FIVE?

Deliver the cowards to APOX, the Omega Skrull!

Only by their destruction can I redeem myself before the glorious Skrull Empire!

Hoo-boy! Looks like you picked the absolute wrong time to visit FS Headquarters.

It's bad enough a cosmically-powered psycho came to kill them--

--but the team's away on a mission to the Negative Zone and only their kids are here.

Of course, that's just the way your luck usually runs when your name is May "Mayday" Parker--

--and you are the daughter of Spider-Man!

Blown off your feet by Apox's initial blast, you use your spider-like reflexes to ricochet off a nearby wall--

--and somersault back toward him.

Try not to panic, kids!

I helped your parents fight this clown the last time he appeared, and I know his weakness.

My impact webbing will distract him--

--until I can dismantle the doohickey that empowers him and--oh, great!

It's...

...not...

...here.

Foolish mortal! My overlords learned from past mistakes--

--and infused my entire body with the *power cosmic.*

Never again shall Apox be rendered weak or helpless!

Never more shall I fall victim to your petty--

--machinations?

?

SWA-KWASHH!

Friendly tip--don't stand beneath a five-ton solar-powered air compressor.

Especially when you're fighting an angry *telekinetic.*

Y-you can lift *five* tons?!?

No, but I can *unfasten* them.

Alyce! Jake! Grab *Torus* and *GO!*

Forget it, Franklin! We ain't desertin' ya.

Why should you have all the fun?

Don't argue with me! You kids are my responsibility, and I want you gone before Apox--

KWAKA-TWOOM!

Too late!

The Omega Skrull already stands *free!* Woe to my enemies!

WHOA, yourself!

In case you didn't know, our dad's the ever-lovin' *Thing.*

Or, to put it more succinctly--

--IT'S CLOBBERIN' TIME!

Hey--wait for me!

I want in on this action!

Stay back, Torus! You'll only get in the way.

What *madness* is this?

Warriors do not battle children.

Where are your parents? Why won't they face me?

Duh! They're away at the moment--and we can't reach them--so you're stuck with us.

Or you would be if Franklin hadn't wimped out and called the *Avengers.*

Super-dudes a'plenty will soon arrive to kick your butt.

Though I would truly relish such a battle, my course is clear.

I am charged with the destruction of the *Fantastic Five--*

--and cannot be DETERRED!

Nova to the Avengers!

I'm calling from my starship after rescuing the Hulk as you requested.

Something strange is happening, and I'm guessing that Apox is responsible.

I'm gonna crush that creep for hurling me into space.

Yeah, sure.

At the far side of the galaxy, a Skrull Worldship orbits in anticipation...

Master, Apox has activated the signal flare--!

Excellent! The fool may prove useful after all.

Initiate the extermi-field at once!

As you command--!

Even if our unsuspecting pawn fails to redeem himself in personal combat--

--we will secure the Fantastic Five--

--and assure their ultimate DESTRUCTION!

SPWONNG!

Torus, will you *please* stay out of the way?

B-but I wanna help.

Everyone clear on the plan?

I know my part! *Avengers Assem--oops!* Sorry about that.

Franklin doesn't even crack a smile.

Instead, he reaches out with his mind and--

WHA--?!

THWAMM!

You don't blame him for being so serious.

You probably wouldn't be joking if a cosmically-powered alien was trying to slaughter *your* family.

KWASH!

Well done, Spider-Girl!

While Apox is stunned, my energy damper will--

Out of my way, Doom!

Torus, you *fool!*

I want to get in some last licks as *Super-Storm!*

You're going *down*, you big green meanie, and-- *-ARRRK-*

While your youthful enthusiasm is most annoying, I see that it can also work to my advantage.

Not only did you buy me a much needed respite, I believe that you will eventually reveal the location of your parents--

--once I supply the proper *incentive!*

Oh, my gosh!

H-he took Torus.

How should we proceed, Richards? What are your orders?

Richards--?

RICHARDS--!

Back off, metal head!

Give the man a minute to collect his thoughts.

You're supposed to be a genius, Doom. Find a way to trace *Apox--*

--and you might also want to look into that force-field he mentioned.

You're only a guest here, Spider-Girl. I don't take orders from you.

Kristoff, just *do* what she says...

Jake! Alyce! I want you to guard the portal to the Negative Zone.

If Torus breaks, that's where Apox will be headed.

You can count on us, Frankie.

If he shows, just delay him as best you can. I don't want you taking unnecessary chances or playing hero.

What about me, boss? How can I help?

You're with me. We're going after Torus.

And Spider-Girl...

...thank you.

Hey, what are friends for?

You try for glib, praying that your voice doesn't betray you.

What have you gotten yourself into, girl?

You're only a friendly neighborhood web-swinger.

Aliens with the *power cosmic* are way out of your league.

Where are the--

--heavy hitters?!

Thanks for welcoming me aboard, Nova.

We can use your expertise, *Earth Sentry*.

I recognize the design of the Skrull Worldship, but I've never encountered anything like this force-field before.

My initial analysis seems to indicate that it is somehow drawing additional energy from the sun.

Big deal! Just get me back to Earth, and I'll smash the stupid thing.

What are the Skrulls planning? If they just wanted to destroy the FS, why didn't they just blast the headquarters?

If my theory is correct--

"--the ***Fantastic Five*** may ***not*** be their only target!"

Thunderstrike, I've called Avengers Mansion and requested additional support.

BEZZAK!

THAKA

BOOM!

We're going to need all the help we can get, ***Mainframe***. This force-shield is resisting everything ***J2*** and I are throwing at it.

KEEE-RASSH!

We need to go, Andrew.

B-but you promised me a *Psi-Lord* action figure.

We'll pick it up at the comic book store on the way home.

You will tell me all I desire.

Fat chance, mister! My dad's the *Human Torch*, and he'll fry you if you dare hurt me.

You misunderstand, child.

I wasn't giving you a *choice*.

=uggn=

Hoo-boy! This guy is bobbing and weaving through the entire building.

Yeah, but he's leaving a clearly marked trail.

I think he's just buying time until he can interrogate Torus.

Apox thinks of himself as a living god. I can't see him harming a child.

Let's hope.

Franklin, I just noticed that we're surrounded by *Big Brain* robots. Can you bring them into the fight?

No, not until we can find a way to reach my dad in the Negative Zone.

What's the team doing there, anyway?

They're visiting...

...my mom.

B-but I thought she was...uhhhh...

Dead--?

That's only what the public believes, but you deserve the truth...

A few years ago, we were fighting one of our most powerful enemies--*a cosmically powered* ***warlord*** *from an alternate future*--who had built a doomsday device in the ***Negative Zone.***

"Though we finally defeated him, my parents were caught in the blast radius when his weapon ***overloaded***--

"--and the radiation was powerful enough to leak through my mother's invisible force-field.

"My father was left horribly ***scarred,*** but that was the least of our problems...

That crazy gizmo tore a rip in the very ***fabric of reality,*** and it's growing ***wider*** by the minute.

I won't let my husband's sacrifice be in vain. There must be a way to plug that hole.

No, Mom! Don't even try it! You'll never survive the strain.

"But the fate of our world and maybe our entire plane of reality was at stake.

"She somehow managed to plug the hole and keep it plugged ever since.

"My dad's spent the last few years keeping her company in the Fantastistation.

"He's slowly knitting the tear back together, while his machines keep her in a state of suspended animation."

My God, Franklin! I never realized...

No one does.

I don't even know if the Thing told Jake and Alyce.

If you ever want to, *y'know*, talk...

Maybe... someday.

Right now we have to rescue Torus.

So ironic.

You used to have such a crush on Franklin.

He was the man that women wanted to be with and other men wanted to be like.

He had it all--*a life full of adventure and glamour!*

And more *heartache* than you ever imagined!

Franklin, can you hear me?

What is it, Doom?

EXTERIOR VIEW

As for Apox...

Let me guess--*he's changed direction and appears to be heading upward toward the* **Negative Zone Portal!**

Our internal scanners are now tracking ***Apox.***

Torus is still with him, and--if it's any consolation--his vital signs are all stable and within his normal range.

That's a relief.

And that isn't even the ***bad*** news...

The force-field that's currently surrounding our building appears to be absorbing solar energy at an alarming rate.

It is growing appreciably hotter with each passing minute.

I believe the field is actually a ***solar bomb*** that will reach critical mass in approximately two point three hours.

Is it powerful enough to take out the whole building?

*Along with the entire **Island of Manhattan.***

Swell.

Swell--?!

SWELL--?!

The fate of his parents... the city...and maybe even this entire world depends on our ability to stop a cosmically powered maniac, and all he says is "SWELL?!?"

Hoo-boy! You're definitely hanging with the ***wrong*** crowd.

Weapons? You want us to build weapons?

I'm not sure I understand, **Mr. Osborn.** Is the board of directors even aware of this new program?

Please call me **Norman,** and... **no,** they are not.

However, as the majority stockholder of the **Osborn Corporation,** I'm sure they'll rubber-stamp anything I tell them to approve.

But, sir...

Why are we still discussing this?

Of the three of us, I'm the only one with his name on the building.

You will follow my designs and build my weapons--

--or your *replacements* will.

Have a *nice* day!

Come along, Brenda. These people have *work* to do.

PUSH

More bad news, Franklin--scanners indicate that 732 civilians are also trapped within the building.

Isn't there any way to evacuate them?

Not yet...but they probably wouldn't escape the blast radius, anyway.

I hate to bring this up--

"--but Apox has apparently reached the portal to the ***Negative Zone.***"

Your assistance was most appreciated, child--

--although I doubt your parents would approve.

I shall attack without warning, swooping among them like an avenging *deathhawk.*

Only carnage and destruction will mark my wake.

KWAKKK!

Speaking of *surprise attacks--*

PWAMMM!

--ya just gotta appreciate the *irony.*

WOOOM

Why do you persist in this *madness?* You cannot stop me.

I am APOX, the Omega Skrull.

Not only do I possess the *power cosmic,* but I am akin to a *living god.*

You don't know many teenagers, *do you?*

KAA-ZAKK!

We don't react well to threats.

My *cosmic rays* may not be as powerful as your *power cosmic--*

--but they still pack a *wallop.*

ARRRGH!

Your parents have been *condemned* because of crimes against the glorious *Skrull Empire.*

Do not *forfeit* your lives as well!

Such an affront cannot go *unpunished.*

--others?!?

I will dash you to pieces and leave your bloody carcass as a warning to all--

Y-you actually caused me...*pain*... child.

You okay, Alyce?

Alyce!

P-please talk to me.

Game OVER, Apox.

-ARRRRRK-

You're done hurting people--

--and you'd just better *pray* that **Torus** and **Alyce** recover.

You've never seen Franklin so angry--

--so *powerful!*

He really does belong on the world's greatest super-team.

Outta my way, Franklin!

I'm gonna *flatten* that creep fer hurtin' my sister.

Wha--?!?

Oh, no!

NO!

Did the little gargoyle disrupt your *concentration?*

Pity.

Your moment is *passed.*

Victory *flees--*

--and only DEATH beckons.

SZAKKKKK!

-Ugnnn-

I owe you a great debt, monstrosity, and choose to spare your life--

--if you're strong enough to cling to it!

BASH!

KRASH!

SMASH!

BAASH!

SMASH!

As for you, child--

--you may live or die.

I care not.

I only want you *gone.*

THIS HAS GOT TO STOP!

You react instinctively, charging forward without thought or hesitation.

You've sat on the sidelines for most of this battle, acting more like a spectator than a player.

No more!

NO MORE!

Franklin lost his mother to one maniac in the Negative Zone.

You won't allow history to repeat itself on your watch.

ENOUGH!

Of all who stood against me today, only you have struck with the cold and calculating silence of a true *warrior born.*

THWOKKK!

You have dared to challenge a living god and have won his grudging respect.

But I can tarry here no longer.

Redemption is within my grasp.

The Fantastic Five will now suffer the vengeance of APOX!

The room immediately depressurizes.

Though stunned and barely conscious, you instinctively plant yourself on the floor--

--and snatch hold of *Franklin* before he can be sucked into the howling void.

Maybe you accidentally stumbled upon this battle.

Maybe you felt overwhelmed and out of your league.

THWIPPPP!

Apox may possess the ***power cosmic,*** but you are still the daughter of ***Spider-Man.***

You will find a way to win the day.

You *will*--

5

--because you MUST!

ZB Concluded

MAYDAY'S MAILBOX

Dear SPIDER-GIRL creators:

Just wanted to share a few thoughts I had on what makes SPIDER-GIRL so great and why she will endure (no matter what) for a very long time. Following Spider-Girl's adventures (both within the comics and in the never-ending battle to save her from cancellation) feels a lot like reliving the process that made Spider-Man such a huge hit. Like Peter, May first appeared in a comic where the character was only supposed to last a single issue (Peter in Amazing Fantasy and May in What If--?). Like Peter, May has qualities that make her the last person you'd expect to see in an ongoing comic (Peter was a nerdy kid with spider-powers--very unusual for the time--and May is a female super heroine from an alternate universe). And like her dad, May's current success comes from innovative stories by her creators as well as a fan base that constantly supports a super heroine who was almost never born and almost didn't make it this far--but did. In a lot of ways, May's a bigger underdog than her father, which makes it all the more fun and rewarding when she (and her book) succeeds. The point to all this rambling is this--Spider-Girl endures because she fills a need in the Spider-Universe (and in comics as a whole) for a heroine who is attractive but not overly sexy, strong but vulnerable enough to struggle through her problems, and optimistic but often forced to make difficult choices--basically the same need Spider-Man fulfilled but for a different audience. And that's why whether this book lasts 500 issues or (god forbid) is cancelled before the year ends, the character of Spider-Girl won't disappear easily.

Michael Jung
Mesa, Arizona

Thanks for being there, Michael!

Dear Tom and crew,

SPIDER-GIRL #82 was an enjoyable issue, with a special appearance by my favorite villain (well, half of him, at least). It's interesting to see Venom without the moral conscience of Eddie Brock. See, IMO, the alien has become the evil of Venom, while Eddie's strength of character (yes, I said it), and moral values gave the old Venom a twisted sense of fair play and good intentions (whether the alien's influence ruined those good intentions or not, it was always Eddie who was at the core of them). So now that Eddie is dead, the alien has free rein over weaker minds. As much as I like Normie, he is a little weak-minded in how he let the Goblin legacy guide his life for so long. It is perhaps this weak-mindedness that allows Symba to have such complete control over him.

With the "new" Venom's appearance, this issue took a noticeably violent turn (another effect of not having Eddie holding the alien back?) that at times was almost a little too much. Hey, I just don't like seeing May getting beat up. But that just shows how much I've grown to like the character over this long journey with her, and how much of a threat Venom is and will be. With no moral center, the Venom symbiote will kill whenever and whoever it wants, "innocent" or not. It just needs its adrenaline high since it is, in effect, a junkie who doesn't care who it hurts as long as it gets its fix. Its willingness to kill anyone in its way is shown remarkably well in the climax of the issue in which it very quickly (and surprisingly effortlessly) destroys Darkdevil (my second-only-to-May favorite of the series).

What Mayday will do with DD seems to be the question that runs through my head more than any other. I don't think that May will take him home, or to the F5, either. The only way to heal him is in his resuscitation chamber, and the only person who knows where that is is Kaine. 'Nuff said. But what will May think of it all?

Overall, an action-packed issue with the best showing of the symbiote in years. Thanks, Tom and crew! The art was great, too. (I actually checked the cover halfway through to make sure it was Ron. I've always liked his art, but it seemed REALLY good this issue). The coloring is much improved, BTW.

Matt Kayser
Massachusetts

Matt, if you're right and Normie is too weak-willed to control the symbiote, we could be headed for some major headaches in the future.

Dear SPIDER-GIRL,

I have to hand it to you. You have seriously upped the ante with SPIDER-GIRL #82, haven't you? DeFalco has always been a marvelously balanced and real storyteller but I've never seen him craft a tale of such power and despair as this issue. The setup of the engagement party, the arrival of the team-up between Goblin Queen and Venom. And the choice of Venom's host! (The part with Venom opening his mouth showing Normie's horrified face inside sent chills down my spine.) Plus the serious wounding of Darkdevil (can he make an entrance or what?) was a welcome/hideous/depressing surprise. And let me congratulate the art team on recreating the look of Venom to a T and possibly even more horrifying than originally drawn. It is interesting that it still has that sense of honor even though it's not with Brock anymore; though I'm sure there's selfish reasons involved (as in first dibs on killing the Parker family), it is kind of touching in a twisted sense that Venom would not tell anyone else Spider-Man's true identity. Good use of black on the last page, matches the despair and ensuing hopelessness of the situation. And makes me can't wait to see how Spider-Girl and Darkdevil will get out of this one. Thank you for such wonderful storytelling! DeFalco, Olliffe, Frenz and team, you guys are the best. Since the beginning and to the end…

Wayne Sung
Irvine, California

P.S. For all the action and depressing but plot-moving points of the story, DeFalco never forgets a bit of humor. Most notably this issue with the Tobey Maguire reference. Priceless! Hats off, and here's to many more!

Wayne, you can thank rampaging Ron for coming up with that particular gag! (Yeah, he may be the funnier member of the team, but Tom still thinks he's better looking! Of course, he hasn't had his eyes checked in years…)

To Tom and the gang,

Oh, my lord! You have all done it again! You did a Spider-Girl story that focused my attention (I am 19, not easy to do!) and made me excited for more. Most comics these days contain little development and the cliffhanger endings leave me not caring. I got to the last page of SPIDER-GIRL #83 and had a feeling of regret when I realized it was the last page. Great issue! In the day of internet, it is hard to keep a story arc a secret; however your twists keep surprising me. I loved the Goblin fight! One of the best scenes for me. The Normie/May possible romance always has me intrigued. I wonder how they will fare when the story is over?

Julio Barone

That is the very question that's currently haunting Mayday, Julio!

Dear Tom,

While it's been a long time since I've had any criticism towards Spider-Girl I have to admit I really didn't like how Spider-Girl #84 ended. While the parts dealing with Venom/Spider-Girl & Darkdevil were extremely entertaining and showed off your awesome writing skills, I had a bad taste in my mouth after I saw Phil get the better of Fury. In fact, I feel that Fury's credibility points just took a big nosedive. Not only did she not beat a Green Goblin knock-off, she got beat by ONE punch. Norman is rolling around in his grave! I will admit, I have a certain dislike about Phil Urich being in the Green Goblin costume. It is my belief that he has no right to defile it like he does. Until Fury deals with this situation properly, she is a failure at being a villain!

Ken Ondracek
Omaha, Nebraska

One punch?!? Did you miss the part where he blew her up with a bag full of goblin grenades?

Dear SPIDER-GIRL Magic-makers,

Thank you for giving such a great moment to Uncle Phil in SPIDER-GIRL #84. I'm proud of him! The fight between him and Fury, The Goblin Queen, was very well done! VERY interesting developments with Normie! I can't wait to see more. I see in May's expression on the last pages that she is not sure if she won this one or not. All in all, a great ending to a great story! Can't wait for Funny Face next issue! Boy, I missed him!

John Dillon
Sedalia, Missouri

Was he worth the wait, John?

LAST HERO STANDING—a five-issue weekly limited series! Spider-Girl and many of her friends are called into action when someone starts kidnapping the great heroes of the Marvel Universe! Who will live? Who will die? And who will be the last hero standing?

STEPHANIE MOORE
ASSISTANT EDITORS

MOLLY LAZER
EDITOR

JOE QUESADA
CHIEF

Spider-Girl journeys into the Negative Zone to prevent Apox from destroying the original Fantastic Four. 'Nuff said!